

## Constitution and Bylaws

### NOTE

The provisions of the Constitution and these Bylaws that pertain to the same subject have been placed together. The three types of provisions are identified in the following way:

Constitutional provisions appear in **bold type**.

Bylaws appear in regular type.

*Continuing Resolutions appear in italics.*

### ARTICLE I—NAME AND INCORPORATION

#### SECTION 1. Name

The name of this organization shall be Women of the Evangelical Lutheran Church in America.

#### SECTION 2. Designations

For the purpose of this constitution and the accompanying bylaws, the Evangelical Lutheran Church in America is designated as “ELCA” or “the church,” Women of the Evangelical Lutheran Church in America as “Women of the ELCA,” “this organization,” or “the organization,” and local organizations of Women of the ELCA (congregational, intercongregational, and special) as “units.”

#### SECTION 3. Incorporation

Women of the Evangelical Lutheran Church in America shall be incorporated.

### ARTICLE II—PURPOSE

#### SECTION 1. Statement of Purpose

As a community of women created in the image of God, called to discipleship in Jesus Christ, and empowered by the Holy Spirit, we commit ourselves to grow in faith, affirm our gifts, support one another in our callings, engage in ministry and action, and promote healing and wholeness in the church, the society, and the world.

#### SECTION 2. Functions and Responsibilities

To accomplish this purpose, Women of the ELCA shall

- Item 1. Establish and support units to carry out God’s mission in the church, the society, and the world;
- Item 2. Equip participants and encourage all to grow as whole persons, value themselves and others, articulate and act upon their faith, and witness to the

- gospel of Jesus Christ;
- Item 3. Advocate for the oppressed and voiceless, urge change in systems and structures that exclude and alienate, and work for peace and justice as messengers of hope;
  - Item 4. Relate to other women's organizations ecumenically and globally;
  - Item 5. Provide for development and distribution of resources and a periodical for its participants;
  - Item 6. Provide for flexible structures and decision-making processes that foster interdependence and involve people in making decisions that affect them; and
  - Item 7. Provide opportunities for the financial support of Women of the ELCA and develop a system for management of the assets and processes for planning and evaluation in order to ensure fulfillment of the mission of Women of the ELCA.

## **ARTICLE III—PRINCIPLES OF ORGANIZATION**

### **SECTION 1. Unity of Purpose**

As a community of women called and empowered by the Holy Spirit, the participants shall commit themselves to full discipleship and oneness in Christ.

### **SECTION 2. Affirmation of Individual Worth**

Recognizing that each woman is created in God's image and uses her varied gifts in diverse ministries, this community of women shall affirm in its life and work the worth of each woman.

### **SECTION 3. Inclusiveness**

This community of women shall be inclusive because in Baptism God makes all people one in Christ and shall have the objective of proclaiming and practicing this inclusive unity in the life of its participants together.

### **SECTION 4. Flexibility**

An openness to change and the ability to allow for diversity in functioning shall be among the desired results of the structure of this organization. Change shall be viewed as an ongoing process following regular review and evaluation. The process for changing procedures and policies shall be clearly stated and uncomplicated.

### **SECTION 5. Stability**

The principle of good order shall be followed. Policies and procedures shall be held in healthy tension with the principle of flexibility.

### **SECTION 6. Interdependence**

All entities of the ELCA, the unit, the synodical women's organization, and the churchwide women's organization shall function interdependently and share responsibility for fulfilling the common purpose.

### **SECTION 7. Decision Making**

**Structures and processes shall foster mutuality and interdependence and shall involve people in making decisions that affect them.**

### **SECTION 8. Leadership**

**Leaders in this community shall practice interdependence and teamwork and strive to enable others to carry out their responsibilities. They shall provide a leadership that supports and empowers others within the community. They shall recognize their accountability to the triune God, to the ELCA, to Women of the ELCA, and to others with whom they serve.**

### **SECTION 9. Stewardship and Mutual Support**

**This community of women shall acknowledge itself as a steward of the resources entrusted to it. It shall commit itself to the effective use of these resources in its life and work and in the life and work of the church.**

### **SECTION 10. Wholeness of the Church**

**This community of women shall work toward wholeness of the church.**

### **SECTION 11. Governing Documents**

**Each unit and synodical women's organization in its governing documents shall include the statement of purpose (see Article II, Section 1) and such structural components as are required in this constitution. Whenever a synodical women's organization proposes to amend its constitution or bylaws, the synodical board shall submit the proposed amendments to the churchwide Executive Board for review and action. Proposed amendments must be submitted by February 15 for consideration at the March Executive Board meeting and by September 15 for consideration at the October Executive Board meeting.**

### **SECTION 12. Governing Authority**

**Each convention, board, committee, task force, or other body of this organization shall be conclusively presumed to have been properly constituted, and neither the method of selection nor the composition of any such convention, board, committee, task force, or other body may be challenged in a court of law by any person or be used as a basis of challenge in a court of law to the validity or effect of any action taken or authorized by any such convention, board, committee, task force, or other body.**

### **SECTION 13. Anti-Racist Identity**

**This community of women shall claim and practice an anti-racist identity and actively seek full participation and shared power in determining its mission, structure, constituency, policies, and practices.**

## **ARTICLE IV—MEMBERSHIP**

### **SECTION 1. Composition**

**Women of the ELCA shall be a composite of its units.**

- Item 1. Only one unit from each congregation shall be eligible for membership in this organization.**
- Item 2. Special units may be established outside the congregation when approved by the Executive Board.**

## **ARTICLE V—PARTICIPATION**

### **SECTION 1. Individual Participants**

**Participation in this organization shall be open to all women in the ELCA and other women who subscribe to the purpose of this organization.**

### **SECTION 2. Commitment**

**This participation shall be involvement that indicates a commitment to the purpose of this organization.**

## **ARTICLE VI—AUTHORITY**

### **SECTION 1. Policies**

**Women of the ELCA shall take such steps as are needed to realize its purpose. It shall function within the policies of the ELCA and the constitution of this organization.**

### **SECTION 2. Corporate Responsibilities**

**Women of the ELCA shall have and may exercise all powers assigned to nonprofit corporations by the laws of the State of Minnesota except as limited by the charter and the constitution and these bylaws of this organization.**

### **SECTION 3. Management of Funds**

**In conformity with the laws of the State of Minnesota, Women of the ELCA shall manage its own funds under the financial policies of the ELCA.**

## **ARTICLE VII—RELATIONSHIPS**

### **SECTION 1. Relationships within Women of the ELCA**

- Item 1. Women of the ELCA shall seek to function interdependently through units, the synodical women's organizations, and the churchwide women's organization. Each part shall recognize that it is in a partnership with the others to share in God's mission.**
- Item 2. Women of the ELCA shall be divided into synodical women's organizations whose number and boundaries shall normally coincide with those established by the ELCA for its synods.**
- Item 3. Each synodical women's organization shall provide for groupings of units into clusters or conferences whose boundaries shall normally coincide with the**

boundaries of clusters or conferences established by the synods of the ELCA.

#### **SECTION 2. Relationships with Other Organizational Units**

The churchwide women's organization, together with the synodical women's organization, may decide to carry out programmatic functions and responsibilities through the nine ELCA regions.

#### **SECTION 3. Relationships with Interchurch Agencies and Councils**

The churchwide women's organization shall report to the Churchwide Assembly of the ELCA and in the interim to the Church Council.

- Item 1. The churchwide women's organization shall work interdependently with all churchwide units of the ELCA.
- Item 2. The churchwide women's organization shall develop working arrangements in areas of mutual responsibility with the ELCA publishing house.

#### **SECTION 4. Relationships with Other Women's Organizations**

The churchwide women's organization shall relate to other women's organizations ecumenically and globally.

### **ARTICLE VIII—UNITS**

#### **SECTION 1. Definition**

A unit shall be a community of women coming together for study, support, and action in local and other settings of Women of the ELCA.

- Item 1. There shall be only one unit in each congregation. This unit may consist of one or more groups of women within the congregation.
- Item 2. There may be an intercongregational unit for women from two or more congregations that have no congregational units.
- Item 3. There may be special units composed of women who want to come together in special settings as authorized by the Executive Board.

#### **SECTION 2. Criteria for Recognition**

A unit shall be recognized if it

- Item 1. Agrees to the statement of purpose of Women of the ELCA (see Article II, Section 1);
- Item 2. Agrees to come together to demonstrate commitment to the mission and purpose of Women of the ELCA;
- Item 3. Agrees to participate in the program activities of Women of the ELCA beyond the congregation;
- Item 4. Agrees to support financially the total program of Women of the ELCA; and
- Item 5. Agrees to designate leadership that shall be in communication with the synodical women's organization and the churchwide women's organization.

#### **SECTION 3. Structure**

The purpose of Women of the ELCA may be carried out through differing structural models.

#### **SECTION 4. Reporting of Units**

- Item 1.** The unit shall report to the annual meeting of its congregation(s), unless it is a special unit as authorized by the Executive Board.
- Item 2.** Special units shall report annually to the synodical women's organization board in the territory in which they are located.

#### **SECTION 5. Termination of Relationship**

The relationship of any unit with Women of the ELCA shall be terminated

- Item 1.** By notification to the churchwide women's organization that the unit plans to dissolve.
- Item 2.** If the congregation ceases to exist as a congregation of the ELCA.

### **ARTICLE IX—SYNODICAL WOMEN'S ORGANIZATION**

#### **SECTION 1. Definition**

Each synodical women's organization shall consist of the units located within its territory, which normally coincide with the boundaries established by the ELCA for each synod.

#### **SECTION 2. Relationships**

- Item 1.** Each synodical women's organization shall establish a partnership with units in its territory and with the churchwide women's organization.
- Item 2.** Each synodical women's organization shall establish clusters or conferences of units within its territory.
- Item 3.** The synodical women's organization, together with the churchwide women's organization, may carry out programmatic functions and responsibilities through the nine ELCA regions.

#### **SECTION 3. Purpose**

Each synodical women's organization, in partnership with the churchwide women's organization, shall assist units in its territory to fulfill the purpose of Women of the ELCA.

#### **SECTION 4. Officers**

- Item 1.** The officers of each synodical women's organization shall be a president, a vice president, a secretary, and a treasurer.
- Item 2.** These officers shall be elected by the convention of the synodical women's organization. Each officer shall be a participant in a unit and a voting member of an ELCA congregation.

#### **SECTION 5. Synodical Women's Organization Convention**

Each synodical women's organization shall have a regular convention, which shall be its highest legislative authority. The convention of the synodical women's organization shall meet at least biennially.

- Item 1.** Voting membership of the convention shall be the four officers of the synodical women's organization, the board members of the synodical women's organization and one voting member from each unit.

#### **SECTION 6. The Board of the Synodical Women's Organization**

- Item 1.** Each synodical women's organization shall have a board that shall serve as the interim legislative authority between conventions of the synodical women's organization, except that it may not take any action that is reserved exclusively for the convention of the synodical women's organization or that is in conflict with action taken by the convention.
- Item 2.** The board of the synodical women's organization shall consist of the four officers and five to nine board members.

#### **SECTION 7. Clusters, Conferences, and Committees**

- Item 1.** Each synodical women's organization shall provide for groupings of units into clusters or conferences. Within each cluster or conference the synodical women's organization shall work cooperatively with the units to fulfill the purpose of Women of the ELCA through activities that
- a. provide experiences for learning and leadership development;
  - b. build community;
  - c. provide opportunities for joint ministry and action;
  - d. provide opportunities for stewardship education and offerings; and
  - e. establish networks for communication.
- Item 2.** Each synodical women's organization board may establish such committees and task forces as it deems necessary to carry out effectively the functions assigned to the synodical women's organization.

### **ARTICLE X—CHURCHWIDE WOMEN'S ORGANIZATION**

#### **SECTION 1. Functions and Responsibilities**

The churchwide women's organization shall

- Item 1.** Plan a comprehensive program that enables women to
- a. articulate and act upon their faith as disciples of Jesus Christ in all arenas of life;
  - b. grow as whole persons, develop their potential, and be equipped for ministry; and
  - c. value themselves and others and build up and celebrate relationships that are global, diverse, and interdependent;
- Item 2.** Witness to the gospel of Jesus Christ as it proclaims reconciliation, dignity, and hope for all persons;
- Item 3.** Advocate for the oppressed and voiceless, urge change in systems and structures that exclude and alienate, and work for peace and justice as messengers of hope;
- Item 4.** Establish an organization-wide program and network for recruiting, preparing, and supporting leaders;

- Item 5. Facilitate local initiative in creating programs and in identifying alternative structural models that encourage and support flexibility;**
- Item 6. Develop networks for communication within the organization and among women locally, ecumenically, and globally;**
- Item 7. Foster cooperative and interdependent relationships among units, the synodical women’s organization, and the churchwide women’s organization to implement the purpose of Women of the ELCA;**
- Item 8. Develop policies that enable it to fulfill its purpose;**
- Item 9. Relate to other women’s organizations ecumenically and globally;**
- Item 10. Engage in research in cooperation with the Department for Research and Evaluation;**
- Item 11. Provide materials and historical information for the archives of the ELCA;**
- Item 12. Provide opportunities for the financial support of the total program of this organization and manage the assets of the churchwide women’s organization; and**
- Item 13. Work independently with all units of the ELCA in designing and implementing programs of mutual concern that enhance the ministries and participation of women in the church and in the world.**

**SECTION 2. Description**

- Item 1. The legislative function of this churchwide women’s organization shall be fulfilled by the Triennial Convention.**
- Item 2. The Executive Board shall exercise interim legislative authority and shall serve as the board of directors of the corporation.**
- Item 3. The leadership of Women of the ELCA shall be vested in the officers, members of the Triennial Convention, and members of the Executive Board. The officers shall be a president, a vice president, a secretary, and a treasurer.**

**SECTION 3. General Fiscal Policies**

- Item 1. Within the financial policies of the ELCA, and within the limits established by the Triennial Convention in the constitution and bylaws, the Executive Board, as the board of directors of the churchwide women’s organization, shall establish the fiscal policies of Women of the ELCA.**
- Item 2. On the basis of estimated income, and in consultation with those receiving support from Women of the ELCA, the Executive Board shall authorize expenditures within the budget for the fiscal year, and those receiving support from the single treasury may incur financial obligations up to the specified amounts. Expenditure authorizations shall be subject to revision, in light of changing conditions, by the executive board in consultation with those receiving support from the single treasury of Women of the ELCA.**
- Item 3. The monitoring of investment of funds of the churchwide women’s organization shall be the responsibility of the executive board.**
- Item 4. The fiscal year of the churchwide women’s organization shall coincide with the fiscal year of the ELCA.**
- Item 5. An audit of the financial records of this organization shall be made**



annually by a certified public accounting firm.

#### **SECTION 4. Financial Policy Statement**

- Item 1. All income, whether received by the unit, cluster or conference, synodical, or churchwide organizations, shall be viewed as being given to the total program of Women of the ELCA. Four ways for giving are established.
- a. Regular Offerings shall be given in support of the ministries of Women of the ELCA and the ELCA. These offerings may also be given by individuals who choose to give periodically or who pledge to give a stated amount although they may be unable to participate in the scheduled events of this organization. Offerings received shall support unit, cluster or conference, synodical, and churchwide programming.
  - b. Thankofferings shall be gifts from individuals in gratitude for blessings. These offerings shall be received by the unit and transmitted in full to the churchwide organization for the support of the ministries of this organization and the church.
  - c. Designated Gifts shall be given by one or more individuals for specifically designated ministries of the churchwide women's organization or the church. These gifts may be received by all entities and shall be transmitted in full to the churchwide women's organization for disbursement. Gifts may be given for special occasions or in memory or in honor of an individual.
  - d. Occasionally, Special Offerings and Gifts may be received for specific programs that are not identified in the churchwide women's organization budget but that are consistent with the policies of Women of the ELCA.
- Item 2. Women of the ELCA shall work cooperatively with the ELCA Foundation in assisting women as they prepare their personal wills, bequests, and other planned giving instruments.
- Item 3. Each entity of Women of the ELCA shall be responsible for the development of a financial plan or budget that reflects interdependence in meeting the financial needs of this organization.
- a. Each unit shall develop and administer its own financial plan or budget. Each unit shall regularly transmit funds to the synodical women's organization and churchwide women's organization in accordance with established procedures.
  - b. Each cluster or conference shall work cooperatively with the synodical women's organization in funding the cluster or conference and synodical women's organization program and projects.
  - c. Each synodical women's organization shall develop and administer its own budget.

The budget shall include the synodical women's organization program and operating cost and reflect the interdependent relationship between the synodical women's organization and the churchwide women's organization. The proposed budget shall be presented as information to

the churchwide women's organization executive board within 30 days of its adoption by the synodical women's organization.

There shall be an elected treasurer in each synodical women's organization with specific responsibilities for assisting in building the budget and disbursing funds. There shall be an elected or appointed person responsible for leadership in the areas of promotion, interpretation, and financial stewardship education.

- d. The executive board shall approve the budget, prepared by the executive director and staff, which includes support for the churchwide women's organization and an annual Gift to the Church, and recommend it to the Triennial Convention for adoption. The executive board shall approve and adopt the budget in the years in which a convention is not scheduled.
- Item 4. The executive board shall provide financial reports periodically through the official publications of this organization.

## **ARTICLE XI—CONVENTIONS**

### **SECTION 1. Convention Authority**

**The Triennial Convention shall be the highest legislative authority of Women of the ELCA and shall deal with all matters that are necessary in the pursuit of the purpose and functions of this organization. The powers of the Triennial Convention are limited only by the provisions of the articles of incorporation, this constitution and these bylaws, the policies of the ELCA, and the convention's own resolutions.**

### **SECTION 2. Triennial Convention Program**

**The Triennial Convention shall provide opportunities for witness, growth, and community.**

### **SECTION 3. Triennial and Special Conventions**

**Women of the ELCA shall meet in convention triennially. Special Conventions may be called by a two-thirds vote of the executive board, and Special Conventions shall be called by the president of Women of the ELCA at the request in writing of at least two-thirds of the boards of the synodical women's organizations.**

- Item 1. The time and place of the Triennial Convention shall be determined by the executive board.
- Item 2. The secretary shall give notice of the time and place of each Triennial Convention by publication thereof at least 90 days in advance in the periodical of Women of the ELCA.
- Item 3. At least 20 days prior to the Triennial Convention, the secretary shall distribute preconvention reports to each voting member-elect.
- Item 4. The arrangements for agenda, program, and worship shall be under the supervision of the executive board.
- Item 5. The churchwide women's organization shall be responsible for the costs of the Triennial and Special Conventions, including the reasonable costs for

travel, housing, and board for the voting members and members of the executive board.

- Item 6. A majority of voting members registered at the Triennial or Special Convention shall constitute a quorum.
- Item 7. Immediately upon the issuance of the call for a Special Convention, the secretary shall give written notice to voting members seated in the preceding Triennial Convention, provided they have not ceased to participate in a unit within the synodical women's organization from which they were elected or are not superseded by election of new voting members.
- Item 8. *Robert's Rules of Order*, latest edition, shall be the governing parliamentary procedures of the Triennial or Special Conventions, except as otherwise provided in this constitution and these bylaws.

#### **SECTION 4. Members of the Triennial Convention**

**The voting members of the Triennial Convention shall be the voting members of Women of the ELCA. The requirements for voting members of the convention and other members shall be specified in the bylaws.**

#### **SECTION 5. Voting Members of the Triennial Convention**

- Item 1. The voting members of the Triennial Convention shall be the officers of the churchwide women's organization, the members of the churchwide executive board, the presidents of the synodical women's organizations, those women elected as voting members by the conventions of the synodical women's organizations, and those appointed as "at large" voting members by the churchwide organization.
- Item 2. Each synodical women's organization shall elect one voting member for every 25 congregational, intercongregational, or special units (or a fraction thereof) within the synodical women's organization, and each synodical women's organization shall have at least two elected voting members in addition to the president of the synodical women's organization. At least 10 percent of the voting member body shall be persons of color and/or persons whose primary language is other than English. As defined in ELCA continuing resolution 5.01.C96 "persons of color and/or persons whose primary language is other than English" shall be understood to mean African American, Black, Arab and Middle Eastern, Asian, Hispanic, American Indian, and Alaska Native people. This definition, however, shall not be understood as limiting Women of the ELCA's commitment to inclusive participation in its life and work.
- Item 3. The secretary of the synodical women's organization shall submit to the secretary of the churchwide women's organization at least six months before the Triennial Convention a certified list of the regular and alternate voting members elected by the convention of the synodical women's organization.
- Item 4. The roster of voting members shall be final 30 days prior to the opening of convention.
- Item 5. Each voting member of the Triennial Convention shall be a participant in a unit and a voting member of an ELCA congregation.

Item 6. Voting members elected to serve at the Triennial Convention shall continue serving until voting members are elected for the next regular Triennial Convention.

**SECTION 6. Nonvoting Members of the Triennial Convention**

- Item 1. The Bishop of the ELCA, or the Bishop's representative, shall have seat and voice in the Triennial Convention.
- Item 2. Other categories of nonvoting members may be established by the Triennial Convention

**SECTION 7. Committees of the Triennial Convention**

**The Triennial Convention shall have a Reference and Counsel Committee, a Memorials Committee, and a Nominating Committee selected from among the voting members of the Triennial Convention. The description of these committees shall be in the bylaws. Other committees may be authorized as the Triennial Convention shall deem necessary.**

- Item 1. A Reference and Counsel Committee, appointed by the president of the churchwide women's organization with the approval of the executive board, shall review all items submitted at the convention that are not germane to items contained in the stated agenda of the Triennial Convention. The Reference and Counsel Committee shall make appropriate recommendations for convention action.
- Item 2. A Memorials Committee, appointed by the president of the churchwide women's organization with the approval of the executive board, shall review memorials from the conventions of the synodical women's organizations and make appropriate recommendations for action by the Triennial Convention.
- Item 3. A Nominating Committee shall be elected by the executive board. The Nominating Committee shall nominate two persons for each position for which an election will be held at the Triennial Convention with the exception of the offices of president and vice president.

**ARTICLE XII—OFFICERS**

**SECTION 1. President**

**This organization shall have a president elected by the Triennial Convention for one three-year term. The president shall be ineligible for election as an officer or executive board member in the succeeding triennium. The president shall be a participant in a unit and a voting member of an ELCA congregation. The president shall**

- Item 1. Preside at the Triennial Convention and Special Conventions of the churchwide women's organization;**
- Item 2. Preside at all meetings of the executive board, Executive Committee, and Conference of Synodical Presidents;**
- Item 3. Appoint members of all committees for which election procedures are not provided and make other appointments as necessary;**
- Item 4. Represent the churchwide women's organization at, or appoint representatives**

- to, the convention of each synodical women’s organization;
- Item 5. Present a report to the Triennial Convention;
- Item 6. Be ex-officio member of all committees of the executive board except the Nominating Committee; and
- Item 7. Represent the churchwide women’s organization at, or appoint representatives to, inter-Lutheran and ecumenical associations and councils in which this organization participates.

**SECTION 2. Vice President**

**This organization shall have a vice president elected by the Triennial Convention for one three-year term with no reelection to this office. The vice president shall be a participant in a unit and a voting member of an ELCA congregation. The vice president shall**

- Item 1. Act in the absence, disability, or resignation of the president; and
- Item 2. Perform other duties as requested by the president or the executive board.

**SECTION 3. Secretary**

**This organization shall have a secretary elected by the Triennial Convention for one three-year term with no reelection to this office. The secretary shall be a participant in a unit and a voting member of an ELCA congregation. The secretary shall**

- Item 1. Be the secretary of the Triennial Convention, the executive board, and the Executive Committee;
- Item 2. Be responsible for recording and distributing minutes of the Triennial Convention, the executive board, the Executive Committee, and the Conference of Synodical Presidents;
- Item 3. Give notification of the Triennial Convention at least 90 days in advance in the official periodical of this organization;
- Item 4. Keep a correct register of the roll of units, presidents of the units, and officers and board members of the synodical women’s organization;
- Item 5. Be the secretary of the corporation;
- Item 6. Provide for the gathering and the preserving of historical records and documents; and
- Item 7. Perform other duties as requested by the president or the executive board.

**SECTION 4. Treasurer**

**This organization shall have a treasurer elected by the Triennial Convention for one three-year term with no reelection to this office. The treasurer shall be a participant in a unit and a voting member of an ELCA congregation. The treasurer shall**

- Item 1. Provide for financial record keeping and, on behalf of the executive board, be accountable for all funds of the churchwide women’s organization in accordance with the financial policies of Women of the ELCA and the ELCA;
- Item 2. Interpret the financial condition of the churchwide organization to the executive board; and
- Item 3. Present a complete report, including an audit, to the Triennial Convention and an interim report to each executive board and Executive Committee

meeting.

#### **SECTION 5. Eligibility and Terms**

- Item 1. Except for the president, an officer may be eligible for election to another office or to a term as an executive board member, serving a total of two consecutive terms but no more than seven consecutive years.
- Item 2. Terms of the officers shall begin at the close of the Triennial Convention.

### **ARTICLE XIII—EXECUTIVE BOARD**

#### **SECTION 1. Composition**

The executive board shall be composed of the four officers and 17 board members, at least 10 percent of whom shall be persons of color and/or persons whose primary language is other than English.

#### **SECTION 2. Members and Terms**

- Item 1. The 17 board members shall be elected by the Triennial Convention for a three-year term. Each elected member shall be a participant in a unit and a voting member of an ELCA congregation.
- Item 2. Board members may be reelected to the board or to an office, serving a total of two consecutive terms but no more than seven years consecutively.
- Item 3. Terms of the board members shall begin at the close of the Triennial Convention.

#### **SECTION 3. Purpose and Meetings**

- Item 1. This organization shall have an executive board that shall be the board of directors of this corporation and shall serve as the interim legislative authority between the Triennial Conventions.
- Item 2. The executive board shall meet at least two times each year. Additional meetings may be called by the president or by a two-thirds vote of the executive board.
- Item 3. The actions of the executive board shall be in accord with the actions of and policies established by the Triennial Convention and the constitution and bylaws of this organization and of the ELCA.
- Item 4. *Robert's Rules of Order*, the latest edition, shall be the governing parliamentary procedure of the churchwide executive board.

#### **SECTION 4. Mail, Telephone Conference Call, and E-mail Vote**

- Item 1. In an emergency, as determined by the president and the executive director, a vote by mail, by telephone conference call, or e-mail may be taken.
- Item 2. In a mail vote, responses must be postmarked on or before the date established in the letter, and an 80 percent vote in the affirmative of the total board shall be necessary to adopt the vote taken by mail.
- Item 3. In a telephone conference call vote, if all board members participate, the vote

necessary for adoption shall be a majority vote; if fewer than 100 percent of the board members participate, the vote necessary for adoption shall be a two-thirds vote in the affirmative of the total board.

- Item 4. In an e-mail vote, responses must be sent on or before the date established in the letter and an 80 percent vote in the affirmative of the total board shall be necessary to adopt the vote taken by e-mail.
- Item 5. The results of the action taken by mail, telephone conference call or e-mail shall be mailed immediately to all board members and shall be made part of the minutes of the next meeting of the board.

## **SECTION 5. Responsibilities**

### **The executive board shall**

- Item 1. Provide for long-range planning for the churchwide women's organization and coordinate its work with other churchwide units;
- Item 2. Ensure that programs are implemented that meet the priorities of the churchwide women's organization;
- Item 3. Set policies required for effective and efficient functioning;
- Item 4. Transact necessary business and make decisions between conventions;
- Item 5. Promote and encourage participation in the organization and in fulfilling the priorities for the churchwide women's organization;
- Item 6. Promote and interpret the life and work of the organization to members, the church, and the public;
- Item 7. Set financial policies, recommend budgets, manage assets, be accountable for all funds of the churchwide organization, and interpret the financial commitments of the organization;
- Item 8. Develop working arrangements in areas of mutual responsibility with the ELCA publishing house;
- Item 9. Fill vacancies on the board until the next regular Triennial Convention;
- Item 10. Determine the fact of the incapacity of an officer or board member to perform her duties and determine whether she shall be removed from her office in accordance with the policies and procedures of the executive board (for removal of an officer or board member, a two-thirds vote of the total board shall be required; a mail vote shall not be used to effect the removal of an officer or board member);
- Item 11. Under the personnel and financial policies of the ELCA, elect its executive director, authorize other staff positions, establish the salary structure for staff, and arrange for an annual review of the executive director;
- Item 12. Set time and place for the Conference of Synodical Presidents;
- Item 13. Determine the number of voting members from each synodical women's organization to serve as voting members of the Triennial Convention;
- Item 14. Prepare proposed agenda, rules of procedure, and program for each Triennial Convention;
- Item 15. Report its actions and work to the Triennial Convention;
- Item 16. Act as the Constitution and Bylaws Committee;
- Item 17. Report to the Churchwide Assembly of the ELCA; and

Item 18. Establish ecumenical and global relationships with other women's organizations.

#### **SECTION 6. Committees**

The executive board shall establish committees and nominate or elect such persons as necessary to carry out the functions assigned to it. The descriptions of the committees shall be:

- Item 1. There shall be an Executive Committee.
- a. The Executive Committee shall be composed of the four churchwide organization officers and three board members elected by the executive board. At least one executive committee member shall be a person of color or whose primary language is other than English.
  - b. The Executive Committee may act between board meetings within the policies of this organization.
- Item 2. There shall be a budget and finance committee composed of the treasurer and members of the executive board appointed by the president.
- Item 3. There shall be a constitution review committee composed of members of the executive board appointed by the president.

#### **SECTION 7. Non-voting Members of the Executive Board**

- Item 1. The Bishop of the ELCA or the Bishop's representative and a Conference of Bishop's representative shall have seat and voice but not vote at all executive board meetings.
- Item 2. Terms of advisors shall coincide with the term of office in the respective unit and/or organization they represent.
- Item 3. Other categories of non-voting members may be established by the executive board.

### **ARTICLE XIV—NOMINATIONS AND ELECTION PROCESS**

#### **SECTION 1. Procedures**

The churchwide women's organization shall elect such officers and such other persons as the constitution and bylaws may require and according to procedures set forth in the bylaws.

#### **SECTION 2. Guidelines for Nominations**

- Item 1. At least 10 percent of the nominees shall be persons of color and/or persons whose primary language is other than English.
- Item 2. Consideration shall be given to geographical location, variety of ages, and diversity of experience.

#### **SECTION 3. Provisions**

The following provisions shall govern the nomination and election process

- Item 1. It shall be the responsibility of the executive board to assure that this organization maintains its commitment to inclusive representation. At least 10 percent of the members of the executive board shall be persons of color and/or



persons whose primary language is other than English.

- Item 2. Each nominee for an elected or appointed position in this organization shall be a participant in a unit and a voting member of an ELCA congregation.
- Item 3. In all Triennial Convention elections, except that of the president and vice president, a majority of the votes cast shall elect.
- Item 4. When there are floor nominations, the first ballot shall include the names of the nominees presented by the Nominating Committee and the names of the persons nominated from the floor.
- Item 5. All elections shall be by ballot.
- Item 6. Board members shall be elected in such a manner that at least one person is elected from the territory of each of the nine ELCA regions, with no more than one officer or board member from any one synodical women's organization. No more than one-half of the synodical women's organizations in a region shall have members on the executive board at the same time.
- Item 7. No board member shall hold two positions of leadership simultaneously in a synodical women's organization and/or the churchwide women's organization.

#### **SECTION 4. The Nominating Committee**

- Item 1. This committee shall consist of nine persons nominated from the roll of the Triennial Convention voting members-elect and elected by the executive board.
- Item 2. This committee shall be selected on the basis of the inclusiveness guidelines and shall include one member from the territory of each of the nine ELCA regions.
- Item 3. This committee shall meet no earlier than 170 days and no later than 140 days prior to the Triennial Convention.
- Item 4. This committee shall prepare the slate of nominees for the offices of secretary and treasurer and for members of the board from names submitted by the Triennial Convention voting members-elect and units. If the names submitted to the Triennial Convention Nominating Committee do not fulfill the nominations criteria, the committee may recruit other names from congregational units, voting members, and churchwide officers to fulfill its goals.
- Item 5. This committee shall nominate no more than one person from a synodical women's organization.
- Item 6. Members of the committee shall be ineligible for nomination by the committee to any position to be filled. Committee members may, however, be nominated from the floor.
- Item 7. This committee shall present two names for each position to be filled. Nominations may be made from the floor for those elections for which nominations have been made by the committee.

#### **SECTION 5. Election of the Churchwide Women's Organization Officers**

- Item 1. The president shall be elected by the Triennial Convention by a nominating ballot. Three-fourths of the votes cast shall be necessary for election

on the first ballot. If no one is elected, the first ballot shall be considered the nominating ballot. Two-thirds of the votes cast on the second ballot shall be necessary for election. On subsequent ballots a majority of the votes cast shall be necessary for election. The third ballot shall be limited to the five persons (plus ties) who received the greatest number of votes on the second ballot. An information sheet shall show for each of the five nominees her address, synodical organization, and qualifications for office. The fourth ballot shall be limited to the two persons (plus ties) who receive the highest number of votes on the third ballot.

Item 2. The vice president shall be elected by the Triennial Convention by nominating ballot. Two-thirds of the votes cast shall be necessary for election on the first ballot. If no one is elected, the first ballot shall be considered the nominating ballot. On subsequent ballots a majority of the votes cast shall be necessary for election. On the third ballot, the voting shall be limited to the five persons (plus ties) receiving the highest number of votes on the second ballot. An information sheet shall show for each of the nominees her address, synodical organization, and qualifications for office. The fourth ballot shall be limited to the two persons (plus ties) receiving the highest number of votes on the third ballot.

Item 3. The secretary and treasurer shall be elected by the Triennial Convention. The Nominating Committee shall present two names for each position to be filled. Additional nominations may be made from the floor.

#### **SECTION 6. Election of Board Members**

The election of the 17 board members of the churchwide women's organization shall be by the Triennial Convention according to procedures set forth in this constitution and these bylaws.

### **ARTICLE XV—CONFERENCE OF SYNODICAL PRESIDENTS**

#### **SECTION 1. Composition**

**The Conference of Synodical Presidents shall consist of the presidents of the synodical women's organizations and shall meet at least annually.**

#### **SECTION 2. Functions and Responsibilities**

The Conference of Synodical Presidents shall

- Item 1. Provide and receive information related to emphases, priorities, and projected programs of Women of the ELCA;
- Item 2. Make recommendations to the executive board;
- Item 3. Develop leadership skills; and
- Item 4. Foster community and renewal.

#### **SECTION 3. Other Conference Participants**

The president and secretary of the churchwide women's organization and the executive

director of Women of the ELCA shall attend the conference. Other members of the executive board and staff may attend as deemed necessary.

## **ARTICLE XVI—STAFF**

### **SECTION 1. Employment of Staff**

**This organization shall have the authority to employ staff and engage in other contractual arrangements in accordance with the constitution, bylaws, and personnel practices of the ELCA.**

- Item 1. The staff of Women of the ELCA shall consist of an executive director and such staff positions as the executive board may determine.
- Item 2. The executive director shall be the chief executive officer of the organization. She shall carry out the policies of the organization and work collegially with the staff. She shall work interdependently with other churchwide units. She shall prepare the reports of the executive board to the Triennial Convention of Women of the ELCA and the Churchwide Assembly of the ELCA.

## **ARTICLE XVII—CHURCHWIDE OFFICES OF WOMEN OF THE ELCA**

### **SECTION 1. Location**

The principal office of Women of the ELCA shall be in the same location as that of the ELCA.

## **ARTICLE XVIII—AMENDMENTS AND BYLAWS**

### **SECTION 1. Amendments to the Constitution**

**The constitution of this organization may be amended through either of the following procedures:**

- Item 1. The executive board may propose an amendment and send an official notice to the voting members-elect at least six months prior to the next regular Triennial Convention. The adoption of such an amendment shall require a two-thirds vote of the members present and voting at the Triennial Convention.
- Item 2. An amendment may be proposed by 25 or more voting members of the Triennial Convention. The proposed amendment shall be referred to the executive board for its recommendation to the next Triennial Convention. Adoption of such an amendment shall require passage at two successive regular Triennial Conventions by a two-thirds vote of the members present and voting.

### **SECTION 2. Amendments to the Bylaws**

**Bylaws not in conflict with this constitution may be adopted or amended at any regular meeting of the Triennial Convention when presented in writing by the executive board or by at least 15 voting members of the convention. An amendment proposed by members of the**

**convention shall immediately be submitted to the executive board for its recommendation. No amendment shall be placed before the convention for action sooner than the day following its presentation to the convention. A two-thirds vote of the members present and voting shall be necessary for adoption.**

**SECTION 3. Continuing Resolutions**

**Provisions relating to the administrative functions of this organization shall be set forth in the continuing resolutions. Continuing resolutions may be adopted or amended by a majority vote of the Triennial Convention or by a two-thirds vote of the executive board.**

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